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HEARING DATE : June 14, 2012
9:45 am (Eastern Time)

OBJECTION DEADLINE: June 7, , 2012
4:00 pm (Eastern Time)

- and -

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*Class Counsel in General Motors Case,
Anderson v. General Motors*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**MOTORS LIQUIDATION COMPANY, et al.,
f/k/a General Motors Corp., et al.**

Debtors.

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

**ANDERSON CLASS COUNSEL'S MOTION FOR APPROVAL OF
NOTICE PURSUANT TO FED. R. CIV. P. 23(h) FOR AWARD OF
ATTORNEY'S FEES FROM CLAIM No. 51093 SETTLEMENT FUND**

Girard Gibbs LLP, Court Appointed Class Counsel in General Motors Case, Anderson v. General Motors (“Class Counsel”) hereby moves this Court (the “Motion”) for an Order Approving Notice Pursuant to Fed. R. Civ. P. 23(h) for Award of Attorney’s Fees from Claim No. 51093 Settlement Fund. Class Counsel makes this Motion pursuant to Rules 7023 and 9019 of the Federal Rules of Bankruptcy Procedure and Rule 23(h) of the Federal Rules of Civil

Procedure, for the reasons set forth in the supporting Memorandum of Law, filed contemporaneously herewith.

Notice of this Motion, along with supporting documents, has been provided to (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, Post-Effective Date Debtors, and Motors Liquidation Company GUC Trust, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 401 South Old Woodward Avenue, Suite 370, Birmingham, Michigan 48009 (Attn: Thomas Morrow); (iii) General Motors LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors (the “Creditors’ Committee”), 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney’s Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims (the “Asbestos Claimants’ Committee”), 375 Park Avenue, 35th Floor, New York, New York 10152-

3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants (the “Future Claimants’ Representative”), 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.); (xii) Gibson, Dunn & Crutcher LLP, attorneys for Wilmington Trust Company as GUC Trust Administrator (the “GUC Trust Administrator”) and for Wilmington Trust Company as Avoidance Action Trust Administrator (the “Avoidance Action Trust Administrator”), 200 Park Avenue, 47th Floor, New York, New York 10166 (Attn: Keith Martorana, Esq.); (xiii) FTI Consulting, as the GUC Trust Monitor and as the Avoidance Action Trust Monitor, One Atlantic Center, 1201 West Peachtree Street, Suite 500, Atlanta, Georgia 30309 (Attn: Anna Phillips); (xiv) Crowell & Moring LLP, attorneys for the Revitalizing Auto Communities Environmental Response Trust (the “Environmental Response Trust”), 590 Madison Avenue, 19th Floor, New York, New York 10022-2524 (Attn: Michael V. Blumenthal, Esq.); (xv) Kirk P. Watson, Esq., as the Asbestos Trust Administrator (the “Asbestos Trust Administrator”), 2301 Woodlawn Boulevard, Austin, Texas 78703 and (xvi) all entities that requested notice in these chapter 11 cases under Bankruptcy Rule 2002.

No previous request for the relief sought herein — court approval of Notice advising the claimants of the application for attorneys’ fees in compensation for Class Counsel’s efforts in this Chapter 11 proceeding — has been made by Class Counsel to this or any other Court.

WHEREFORE, Class Counsel respectfully request this Court enter an order granting the Motion substantially in the form of the proposed order submitted herewith, and such other and further relief as it deems just and proper.

Date: May 14, 2012

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